



FEDERAL ELECTION COMMISSION
WASHINGTON, D.C. 20463

JUN 30 2004

Viacom International Inc.
The Prentice-Hall Corporation System, Inc.
2730 Gateway Oaks Drive
Suite 100
Sacramento, CA 95833

Re: MUR 5467

Dear Sir or Madam:

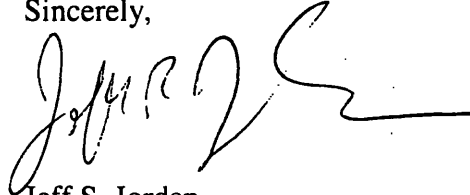
The Federal Election Commission received a complaint that indicates that Viacom International Inc. may have violated the Federal Election Campaign Act of 1971, as amended ("the Act"). A copy of the complaint is enclosed. We have numbered this matter MUR 5467. Please refer to this number in all future correspondence.

Under the Act you have the opportunity to demonstrate in writing that no action should be taken against Viacom International Inc. in this matter. Please submit any factual or legal materials that you believe are relevant to the Commission's analysis of this matter. Where appropriate, statements should be submitted under oath. Your response, which should be addressed to the General Counsel's Office, must be submitted by July 15, 2004. If no response is received by July 15, 2004, the Commission may take further action based on the available information.

This matter will remain confidential in accordance with 2 U.S.C. § 437g(a)(4)(B) and § 437g(a)(12)(A) unless you notify the Commission in writing that you wish the matter to be made public. If you intend to be represented by counsel in this matter, please advise the Commission by completing the enclosed form stating the name, address and telephone number of such counsel, and authorizing such counsel to receive any notifications and other communications from the Commission.

If you have any questions, please contact Kim C. Stevenson at (202) 694-1650 or toll free at 1-800-424-9530. For your information, we have enclosed a brief description of the Commission's procedures for handling complaints.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeff S. Jordan", with a long horizontal flourish extending to the right.

Jeff S. Jordan
Supervisory Attorney
Complaints Examination &
Legal Administration

Enclosures:

1. Complaint
2. Procedures
3. Designation of Counsel Statement